

**EXHIBIT B TO**  
**SUPPLEMENTAL METZGER**  
**DECLARATION**

Trademark Trial and Appeal Board Electronic Filing System. <http://esta.uspto.gov>ESTTA Tracking number: **ESTTA176246**Filing date: **11/21/2007**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**Notice of Opposition**

Notice is hereby given that the following party opposes registration of the indicated application.

**Opposer Information**

Name	Victoria's Secret Stores Brand Management, Inc.
Granted to Date of previous extension	11/28/2007
Address	Four Limited Parkway Reynoldsburg, OH 43068 UNITED STATES
Attorney information	Frank J. Colucci Colucci & Umans 218 East 50th Street New York, NY 10022 UNITED STATES fcolucci@colucci-umans.com, rjacobson@colucci-umans.com, klyon@colucci-umans.com

**Applicant Information**

Application No	77071906	Publication date	07/31/2007
Opposition Filing Date	11/21/2007	Opposition Period Ends	11/28/2007
Applicant	United Retail Incorporated 365 West Passaic Street Rochelle Park, NJ 07662 UNITED STATES		

**Goods/Services Affected by Opposition**

Class 025. First Use: 2004/05/00 First Use In Commerce: 2004/05/00 All goods and services in the class are opposed, namely: panties and shapewear, namely, shaping briefs and one-piece body shapers
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**Applicant Information**

Application No	77071311	Publication date	07/24/2007
Opposition Filing Date	11/21/2007	Opposition Period Ends	
Applicant	United Retail Incorporated 365 West Passaic Street Rochelle Park, NJ 07662 UNITED STATES		

**Goods/Services Affected by Opposition**

Class 025.
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All goods and services in the class are opposed, namely: Bras; Lingerie; Loungewear
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## Grounds for Opposition

Priority and likelihood of confusion
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Trademark Act section 2(d)
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## Marks Cited by Opposer as Basis for Opposition

U.S. Registration No.	1908042	Application Date	03/31/1994
Registration Date	08/01/1995	Foreign Priority Date	NONE
Word Mark	VICTORIA'S SECRET		
Design Mark			
Description of Mark	NONE		
Goods/Services	<p>Class 003. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 toilet soaps, washing compounds for use with lingerie and fine washables, hair shampoos, scented drawer sachets; personal fragrances, namely cologne, perfume, toilet water, and essential oils for personal use; bath powder, non-medicated foot powder, and body powder; and personal care preparations, namely bath, hand and body lotions</p> <p>Class 004. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 CANDLES</p> <p>Class 009. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 prerecorded compact discs and audio tapes, both featuring music</p> <p>Class 016. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 mail order catalogs featuring clothing, lingerie, and toiletries; bridal guest books; calendars, and address books</p> <p>Class 020. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 picture frames, hand mirrors and pillows</p> <p>Class 021. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 perfume atomizers sold empty; perfume bottles sold empty; non-metal decorative boxes; hair combs and hair brushes; decorative trays not of precious metal; and flasks sold empty</p> <p>Class 022. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 mesh lingerie bags for washing lingerie and cloth bags for lingerie storage</p> <p>Class 024. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 wash cloths, towels and bedding, namely comforters, pillow cases, sheets, shams, duvets, and dust ruffles</p> <p>Class 025. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 women's and men's outerwear, underwear and nightwear, namely lingerie, robes, caftans, kimonos, boxer shorts, pajamas, shirts, pants, jeans, dresses, skirts, sweaters, jumpsuits, bodysuits, sweatshirts, jackets, T-shirts, scarves, leotards, tights, swimsuits, beach shirts, hosiery, footwear</p> <p>Class 028. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 toy stuffed animals</p> <p>Class 042. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 retail store and mail order catalog services for lingerie care preparations, personal care preparations, perfumes, candles, picture frames, mirrors, cosmetic and perfume applicators, towels, bedding, women's and men's lingerie, undergarments and clothing and toys</p>		

U.S. Registration No.	1146199	Application Date	02/21/1978
Registration Date	01/20/1981	Foreign Priority Date	NONE
Word Mark	VICTORIA'S SECRET		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: First Use: 1977/06/12 First Use In Commerce: 1977/06/12 Women's Lingerie		

U.S. Registration No.	3161607	Application Date	11/11/2004
Registration Date	10/24/2006	Foreign Priority Date	NONE
Word Mark	SEXY LITTLE THINGS		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: First Use: 2004/07/28 First Use In Commerce: 2004/07/28 clothing, namely, lingerie Class 035. First use: First Use: 2004/07/28 First Use In Commerce: 2004/07/28 retail lingerie store services		

U.S. Registration No.	2754457	Application Date	02/08/2002
Registration Date	08/19/2003	Foreign Priority Date	NONE
Word Mark	BEACH SEXY		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: First Use: 2002/02/20 First Use In Commerce: 2002/02/20 swimwear		

U.S. Registration No.	2776825	Application Date	09/27/2001
Registration Date	10/21/2003	Foreign Priority Date	NONE
Word Mark	SEXY SUPPORT		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: First Use: 2002/01/31 First Use In Commerce: 2002/01/31 clothing, namely, lingerie		

U.S. Registration No.	2849071	Application Date	04/02/2001
Registration Date	06/01/2004	Foreign Priority	NONE

		Date	
Word Mark	VERY SEXY		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: First Use: 2001/10/00 First Use In Commerce: 2001/10/00 clothing, namely, bathrobes, bustiers, garter belts, gloves, gowns, negligees, nightgowns, slips, sleepwear, tap pants, and teddies		

U.S. Registration No.	2725765	Application Date	04/02/2001
Registration Date	06/10/2003	Foreign Priority Date	NONE
Word Mark	VERY SEXY		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 003. First use: First Use: 2002/10/14 First Use In Commerce: 2002/10/14 personal care products, namely, aftershave, blush, body mist, body oil, cleanser for the face, cologne, cream for the body, cream for the cuticles, cream for the eyes, cream for the face, cream for the hands, deodorant, essential oils, eye shadow, lip gloss, lipstick, lotion for the body, lotion for the face, lotion for the hands, non-medicated lotion for the feet, makeup for the face, [ mascare, ] * mascara * perfume, powder for the body, shower gel, soap for the body, soap for the face, soap for the hands and talcum powder Class 025. First use: First Use: 2001/05/15 First Use In Commerce: 2001/05/15 clothing, namely, bras, foundation garments, hosiery, knee highs, lingerie, panties, pantyhose, socks, stockings, tights, underpants and underwear		

U.S. Registration No.	2488663	Application Date	07/08/1999
Registration Date	09/11/2001	Foreign Priority Date	NONE
Word Mark	THE NEW SHAPE OF SEXY		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: First Use: 1999/11/00 First Use In Commerce: 1999/11/00 clothing, namely, bras, panties, slips, merry widows, camisoles, pajamas, nightgowns, sleep shirts, robes, teddies, shirts, t-shirts, skirts, swimwear, bodysuits, tap pants, pants, pareos, sarongs, garter belts, stockings, hosiery, pantyhose, socks, footies and tights		

U.S. Application No.	78908658	Application Date	06/15/2006
Registration Date	NONE	Foreign Priority Date	NONE
Word Mark	SEXY LITTLE NOTHINGS		
Design Mark			
Description of Mark	NONE		

Goods/Services	<p>Class 025. First use:</p> <p>PANTS, SLIPS, CAMISOLES, ROBES, SOCKS, VESTS, JACKETS, BRAS, PANTIES, T-SHIRTS, TANK TOPS, SWEAT PANTS, SLEEPWEAR, SHIRTS, BOXERS, SCARVES, HATS, BODY SUITS, BUSTIERS, FOUNDATION GARMENTS, GARTER BELTS, GIRDLES, BATHROBES, BEACH COVER-UPS, BELTS, BLAZERS, BLOUSES, BODY SUITS, BOOTS, BOXER SHORTS, CAMISOLES, CAPS, COATS, DRESSES, GIRDLES, GLOVES, GOWNS, HALTER TOPS, HEADBANDS, JACKETS, JEANS, JOGGING SUITS, KNIT SHIRTS, KNIT TOPS, LEOTARDS, LINGERIE, MITTENS, NEGLIGEEES, NIGHT GOWNS, NIGHT SHIRTS, PAJAMAS, PANTIES, PANTS, PANTYHOSE, SANDALS, SARONGS, SCARVES, SHIRTS, SHOES, SHORTS, SKIRTS, SLACKS, SLIPPERS, SLIPS, STOCKINGS, SUITS, SWEAT PANTS, SWEAT SHIRTS, SWEAT SHORTS, SWEAT SUITS, SWEATERS, SWIMSUITS, T-SHIRTS, TANK TOPS, TEDDIES, TIES, TIGHTS, UNDERPANTS, UNDERSHIRTS, UNDERWEAR AND VESTS</p>
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U.S. Application No.	78745840	Application Date	11/02/2005
Registration Date	NONE	Foreign Priority Date	NONE
Word Mark	VICTORIA'S SECRET SEXY SPORT		
Design Mark			
Description of Mark	NONE		
Goods/Services	<p>Class 003. First use:</p> <p>PERSONAL CARE PRODUCTS NAMELY BODY WASH, SMOOTHING BODY SCRUB, WHIPPED BODY CREAM, BODY BUTTER, INTENSIVE BODY LOTIONS, HAND CREAM, ASTRINGENT FOR THE FACE, ASTRINGENT FOR THE SKIN, BATH BEADS, BATH OIL, BATH SALTS, BLUSH, BODY GLITTER, BODY MIST, BODY OIL, BODY SCRUB, BODY WASH, BUBBLE BATH, COLOGNE, CREAM FOR THE BODY, CREAM FOR THE CUTICLES, CREAM FOR THE EYES, CREAM FOR THE FACE, CREAM FOR THE FEET, CREAM FOR THE HANDS, ESSENTIAL OILS FOR PERSONAL USE, EXFOLIATING PREPARATIONS FOR THE SKIN, EYE GELS, EYE MAKEUP PENCILS, EYE MASKS, EYE SHADOW, FACE HIGHLIGHTER, FACE MASKS, FACE MIST, FACE SCRUB, NON-MEDICATED FOOT SOAKS, FACE TONERS, FOUNDATION, FRAGRANT BODY SPLASH, FRAGRANT BODY MIST, HAIR CONDITIONER, HAIR DYES, HAIR HIGHLIGHTER, HAIR RINSES, HAIR SHAMPOO, HAIR SPRAY, HAIR STRAIGHTENER, HAIR STYLING GEL, HAIR STYLING MOUSSE, LOTION FOR THE BODY, LOTION FOR THE FACE, LOTION FOR THE FEET, LOTION FOR THE HANDS, LIP BALM, LIP GLOSS, LIP LINER, LIP MAKEUP PENCILS, LIPSTICK, MAKEUP FOR THE BODY, MAKEUP FOR THE FACE, MAKEUP REMOVER, MASCARA, MASSAGE CREAM, MASSAGE LOTION, MASSAGE OIL, NAIL POLISH, NAIL POLISH REMOVER, NAIL STENCILS, NON-MEDICATED BLEMISH STICK, NON-MEDICATED CLEANSER FOR THE FACE, NON-MEDICATED FOOT SPRAY, NON-MEDICATED MASSAGE OINTMENT, OIL BLOTTER SHEETS FOR THE SKIN, PERFUME, POWDER FOR THE BODY, POWDER FOR THE FACE, POWDER FOR THE FEET, PUMICE STONES FOR PERSONAL USE, SALT SCRUBS FOR THE SKIN, SHAVING CREAM, SHAVING GELS, SHOWER CREAM, SHOWER GEL, SKIN BRONZING CREAM, SOAP FOR THE BODY, SOAP FOR THE FACE, SOAP FOR THE HANDS, SUN BLOCK FOR THE BODY, SUN BLOCK FOR THE FACE, SUNTAN LOTION FOR THE BODY, SUNTAN LOTION FOR THE FACE, SUNLESS TANNING LOTION FOR THE BODY, SUNLESS TANNING LOTION FOR THE FACE, PRE-SUNTANNING LOTION FOR THE BODY, PRE-SUNTANNING LOTION FOR THE FACE, POST-SUNTANNING LOTION FOR</p>		

	<p>THE BODY, POST-SUNTANNING LOTION FOR THE FACE, TOILET SOAPS, HAIR SHAMPOOS, SCENTED DRAWER SACHETS; PERSONAL FRAGRANCES, NAMELY COLOGNE, PERFUME, TOILET WATER, AND ESSENTIAL OILS FOR PERSONAL USE; BATH POWDER, NON-MEDICATED FOOT POWDER, BODY POWDER; BATH, HAND AND BODY LOTIONS</p> <p>Class 025. First use:</p> <p>PANTS, SLIPS, CAMISOLES, ROBES, SOCKS, VESTS, JACKETS, BRAS, PANTIES, T-SHIRTS, TANK TOPS, SWEAT PANTS, SLEEPWEAR, SHIRTS, BOXERS, SCARVES, HATS, BODY SUITS, BUSTIERS, FOUNDATION GARMENTS, GARTER BELTS, GIRDLES, BATHROBES, BEACH COVER-UPS, BELTS, BLAZERS, BLOUSES, BODY SUITS, BOOTS, BOXER SHORTS, CAMISOLES, CAPS, COATS, DRESSES, GIRDLES, GLOVES, GOWNS, HALTER TOPS, HEADBANDS, JACKETS, JEANS, JOGGING SUITS, KNIT SHIRTS, KNIT TOPS, LEOTARDS, LINGERIE, MITTENS, NEGLIGEEES, NIGHT GOWNS, NIGHT SHIRTS, PAJAMAS, PANTIES, PANTS, PANTYHOSE, SANDALS, SARONGS, SCARVES, SHIRTS, SHOES, SHORTS, SKIRTS, SLACKS, SLIPS, SLIPPERS, STOCKINGS, SUITS, SWEAT PANTS, SWEAT SHIRTS, SWEAT SHORTS, SWEAT SUITS, SWEATERS, SWIMSUITS, T-SHIRTS, TANK TOPS, TEDDIES, TIES, TIGHTS, UNDERPANTS, UNDERSHIRTS, UNDERWEAR AND VESTS</p> <p>Class 035. First use:</p> <p>retail store services, mail order catalog services and on-line retail store services featuring personal care products and clothing</p>
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U.S. Application No.	78905688	Application Date	06/12/2006
Registration Date	NONE	Foreign Priority Date	NONE
Word Mark	VERY SEXY SEXY SHEERS		
Design Mark			
Description of Mark	NONE		
Goods/Services	<p>Class 025. First use:</p> <p>ROBES, BRAS, PANTIES, SLEEPWEAR, BUSTIERS, FOUNDATION GARMENTS, CAMISOLES, HALTER TOPS, LEOTARDS, LINGERIE, NEGLIGEEES, NIGHT GOWNS, PANTIES, PANTYHOSE, SWIMSUITS, T-SHIRTS, TANK TOPS, TEDDIES</p>		

U.S. Application No.	78295947	Application Date	09/04/2003
Registration Date	NONE	Foreign Priority Date	NONE
Word Mark	SEXY BY VICTORIA		
Design Mark			
Description of Mark	NONE		
Goods/Services	<p>Class 025. First use:</p> <p>clothing, namely, bathrobes, beach cover-ups, beachwear, belts, blazers, blouses, body shapers, body suits, boxer shorts, bras, bustiers, camisoles, caps, coats, dresses, footwear, foundation garments, garter belts, girdles, gloves, gowns, halter tops, hats, headbands, hosiery, jackets, jeans, jogging suits, knee highs, knit shirts, knit tops, leotards, lingerie, loungewear, mittens, negligees, night gowns, night shirts, pajamas, panties, pants, pantyhose, sarongs, scarves, shirts, shorts, skirts, slacks, sleepwear, slips, socks, stockings, suits, sweat</p>		



	pants, sweat shirts, sweat shorts, sweat suits, sweaters, swim wear, t-shirts, tank tops, tap pants, teddies, ties, tights, underpants, undershirts, underwear and vests
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U.S. Application No.	77319063	Application Date	11/01/2007
Registration Date	NONE	Foreign Priority Date	NONE
Word Mark	THE NEW SHAPE OF SEXY		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: CLOTHING		

U.S. Application No.	77315693	Application Date	10/29/2007
Registration Date	NONE	Foreign Priority Date	NONE
Word Mark	SEXY BY VICTORIA		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 025. First use: clothing, namely, bathrobes, beach cover-ups, beachwear, belts, blazers, blouses, body shapers, body suits, boxer shorts, bras, bustiers, camisoles, caps, coats, dresses, footwear, foundation garments, garter belts, girdles, gloves, gowns, halter tops, hats, headbands, hosiery, jackets, jeans, jogging suits, knee highs, knit shirts, knit tops, leotards, lingerie, loungewear, mittens, negligees, night gowns, night shirts, pajamas, panties, pants, pantyhose, sarongs, scarves, shirts, shorts, skirts, slacks, sleepwear, slips, socks, stockings, suits, sweat pants, sweat shirts, sweat shorts, sweat suits, sweaters, swim wear, t-shirts, tank tops, tap pants, teddies, ties, tights, underpants, undershirts, underwear and vests		

Attachments	78515089#TMSN.jpeg ( 1 page )( bytes ) 76976443#TMSN.gif ( 1 page )( bytes ) 76975225#TMSN.gif ( 1 page )( bytes ) 78908658#TMSN.jpeg ( 1 page )( bytes ) 78745840#TMSN.jpeg ( 1 page )( bytes ) 78905688#TMSN.jpeg ( 1 page )( bytes ) 77319063#TMSN.jpeg ( 1 page )( bytes ) 77315693#TMSN.jpeg ( 1 page )( bytes ) opposition.sexy.secrets.pdf ( 7 pages )(322704 bytes )
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### Certificate of Service

The undersigned hereby certifies that a copy of this paper has been served upon all parties, at their address record by First Class Mail on this date.

Signature	/fjc/
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Name	Frank J. Colucci
Date	11/21/2007

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

In the Matter of the Application Serial Nos. 77/071,906 and 77/071,311

For the Mark: SEXY SECRETS

Published in the *Official Gazette* on July 31 and 24, 2007

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VICTORIA'S SECRET STORES  
BRAND MANAGEMENT, INC.,

Opposer,

v.

UNITED RETAIL INCORPORATED,

Applicant.

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Consolidated  
Opposition No.

**CONSOLIDATED NOTICE OF OPPOSITION**

Opposer, VICTORIA'S SECRET STORES BRAND MANAGEMENT, INC. ("Opposer" or "Victoria's Secret"), believes that it will be damaged by registration of the words SEXY SECRETS as shown in Application Serial No. 77/071,906, filed December 27, 2006 and published in the *Official Gazette* of July 31, 2007, for panties and shapewear, namely, shaping briefs and one-piece body shapers in International Class 25, and in Application Serial No. 77/071,311, filed December 26, 2006 and published in the *Official Gazette* of July 24, 2007, for bras, lingerie and loungewear in International Class 25 (the goods of both applications are referred to herein collectively as "Applicant's Goods"), as set forth in the aforementioned applications, and hereby opposes the same.

As grounds of opposition, it is averred that:

1. UNITED RETAIL INCORPORATED ("Applicant") is not now and never was entitled to register as a trademark for Applicant's Goods the words SEXY SECRETS for which it seeks registration in Application Serial No. 77/071,906, filed December 27, 2006 and published in the Official Gazette of July 31, 2007, and in Application Serial No. 77/071,311, filed December 26, 2006 and published in the Official Gazette of July 24, 2007.

2. Applicant is not entitled to exclusively use or register as a trademark the word SEXY SECRETS for which it seeks registration in its Application Serial No. 77/071,906, either on May 31, 2004, the alleged date of first use, or on December 27, 2006, the date of filing of said application, or on July 31, 2007, the date of publication thereof in the Official Gazette.

3. Applicant is not entitled to exclusively use or register as a trademark the word SEXY SECRETS for which it seeks registration in its Application Serial No. 77/071,311, either on December 26, 2006, the date of filing of said application, or on July 24, 2007, the date of publication thereof in the Official Gazette. Applicant claims no date earlier than December 26, 2006 for the purpose of claiming priority with respect to Application Serial No. 77/071,311.

**FIRST CLAIM FOR RELIEF UNDER SECTION 2(d)**

4. Since long prior to Applicant's alleged date of first use of the words SEXY SECRETS, Victoria's Secret has been known throughout the United States and internationally as the leading specialty retailer of lingerie and intimate apparel. For more than thirty years, Victoria's Secret has cultivated a branding image of sexiness such that VICTORIA'S SECRET has become practically synonymous with sexy lingerie

and intimate apparel. Since at least as early as 1977, Opposer, itself and through its predecessors in interest, has used VICTORIA'S SECRET as its housemark and tradename in connection with the sale and promotion of lingerie and intimate apparel, which it has continuously advertised and sold nationwide and currently offers for sale through its eponymous retail stores, catalogue and web site.

5. Opposer's housemark and brand VICTORIA'S SECRET (the "VICTORIA'S SECRET Mark") is the subject of valid, subsisting and incontestable trademark registrations, including the following:

Reg. No.	Date of Reg'n	Goods Covered in Int'l Class 25
1,908,042	August 1, 1995	Women's and men's outerwear, underwear and nightwear, namely lingerie, robes, caftans, kimonos, boxer shorts, pajamas, shirts, pants, jeans, dresses, skirts, sweaters, jumpsuits, bodysuits, sweatshirts, jackets, T-shirts, scarves, leotards, tights, swimsuits, beach shirts, hosiery, footwear.
1,146,199	January 20, 1981	Women's lingerie

6. In addition to the prominent use of the VICTORIA'S SECRET Mark, Opposer is closely associated with the message that its products make a woman look and feel sexy. In addition to the manner in which its products are named and designed, this message is imbued in the store design, product packaging, and marketing of Opposer's products.

7. For many years and prior to Applicant's actual or constructive use of its proposed mark, Opposer has advertised and sold lingerie and intimate apparel bearing trademarks that include the words SEXY and/or VICTORIA'S SECRET. In

addition, Opposer has secured U.S. Trademark Registrations for marks that include the word SEXY as the dominant element in International Class 25, such as the following:

Mark	Reg'n No.
SEXY LITTLE THINGS	3,161,607
BEACH SEXY	2,754,457
SEXY SUPPORT	2,776,825
VERY SEXY	2,849,071
VERY SEXY	2,725,765
THE NEW SHAPE OF SEXY	2,488,663

8. Victoria's Secret also owns the following pending trademark applications that feature the word SEXY for goods covered by International Class 25, including VICTORIA'S SECRET SEXY SPORT, for which the PTO recently issued a notice of allowance:

Mark	Application No.
SEXY LITTLE NOTHING	78/908,658
VICTORIA'S SECRET SEXY SPORT	78/745,840
VERY SEXY SEXY SHEERS	78/905,688
SEXY BY VICTORIA	78/295,947
THE NEW SHAPE OF SEXY	77/319,063
SEXY BY VICTORIA	77/315,693

The marks listed in the two preceding tables are referred to herein as the "SEXY Marks."

9. In addition, notable advertising campaigns of Victoria's Secret have featured taglines that include the word SEXY, such as WHAT IS SEXY? and HOW WILL YOU SHOW OFF YOUR SEXY?

10. Thus, Opposer and its goods, in particular, lingerie and intimate apparel, are known to the trade and public by their use of the VICTORIA'S SECRET and SEXY Marks.

11. The goods of Opposer and Applicant's Goods are essentially the same, i.e., lingerie and intimate apparel, such as bras, panties and foundation garments, or otherwise closely related.

12. Applicant's proposed mark, SEXY SECRETS, combines half of Opposer's VICTORIA'S SECRET Mark with the dominant portion of Opposer's SEXY Marks. Since Applicant's Goods are virtually identical to Opposer's, Applicant's proposed mark, SEXY SECRETS, is likely to cause confusion, mistake, and/or deception with Opposer and its VICTORIA'S SECRET and SEXY Marks.

13. Applicant's proposed mark is confusingly similar to Opposer's VICTORIA'S SECRET and SEXY Marks.

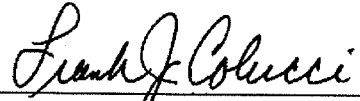
14. If Applicant is permitted to register SEXY SECRETS as a mark for Applicant's Goods, confusion among the relevant trade and public is likely to result, which will damage and injure Opposer.

15. Purchasers and potential purchasers are likely to believe, albeit erroneously, that Applicant's Goods bearing its proposed mark SEXY SECRETS are offered by or in association with or under license from Opposer, or that Opposer and Applicant are affiliated.

WHEREFORE, Opposer requests that its consolidated opposition be sustained and/or that the Board grant to Opposer such other or further relief as the Board may deem just and proper.

Dated: New York, New York  
November 21, 2007

**COLUCCI & UMANS**

By: 

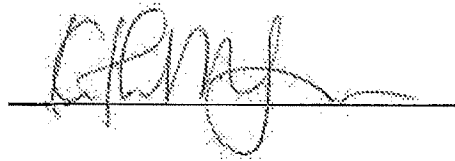
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New York, New York 10022  
Telephone: (212) 935-5700  
Facsimile: (212) 935-5728  
Email: email@colucci-umans.com

Attorneys for Opposer



**CERTIFICATE OF SERVICE**

It is hereby certified that a copy of the foregoing "Consolidated Notice of Opposition" has been forwarded via first class mail, postage prepaid, on Applicant's attorney, Mitchell E. Radin, Cowan, Debaets, Abrahams & Sheppard LLP, 41 Madison Avenue Floor 34, New York, New York 10010-2209, on this 21st day of November, 2007.

A handwritten signature in dark ink, appearing to read "M. E. Radin", is written over a horizontal line.